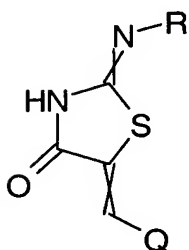


**Amendments to the claims**

This listing of claims will replace all prior versions, and listings, of claims in the application:

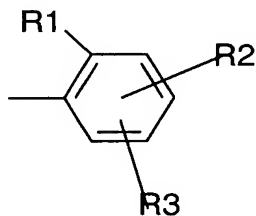
1. (Currently Amended) A method of inhibiting hYAK3 in a mammal; comprising, administering to the mammal a therapeutically effective amount of a compound of the formula I, or a salt, solvate, or a physiologically functional derivative thereof



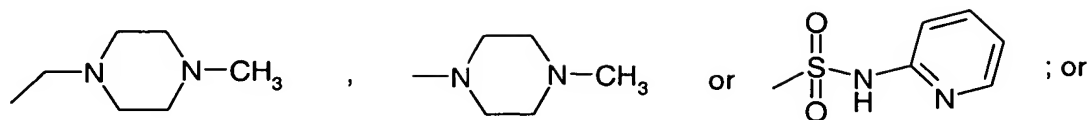
in which

R is C<sub>3-6</sub> cycloalkyl or ~~naphthyl~~ naphthyl; or

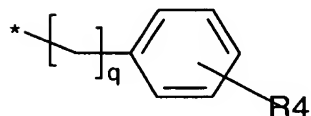
R is



in which R1 is hydrogen, halogen, -C<sub>1-6</sub>alkyl, -SC<sub>1-6</sub>alkyl, -OC<sub>1-6</sub>alkyl, -NO<sub>2</sub>, -S(=O)-C<sub>1-6</sub>alkyl, -OH, -CF<sub>3</sub>, -CN, -CO<sub>2</sub>H, -OCF<sub>3</sub>, or -CO<sub>2</sub>C<sub>1-6</sub>alkyl; and R2 and R3 are independently hydrogen, halogen, -C<sub>1-6</sub> alkyl, -SC<sub>1-6</sub>alkyl, -OC<sub>1-6</sub>alkyl, -NO<sub>2</sub>, -S(=O)-C<sub>1-6</sub>alkyl, -OH, -CF<sub>3</sub>, -CN, -CO<sub>2</sub>H, -CO<sub>2</sub>C<sub>1-6</sub>alkyl, -CONH<sub>2</sub>, -NH<sub>2</sub>, -OCH<sub>2</sub>(C=O)OH, -OCH<sub>2</sub>CH<sub>2</sub>OCH<sub>3</sub>, -SO<sub>2</sub>NH<sub>2</sub>, -CH<sub>2</sub>SO<sub>2</sub>CH<sub>3</sub>, -NH(C=NH)CH<sub>3</sub>; or R2 and R3 can independently be a radical of the formula

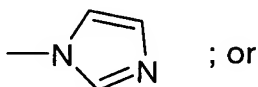


R is

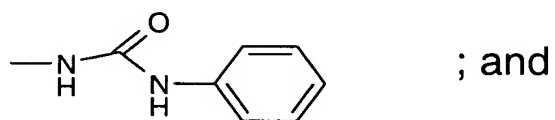
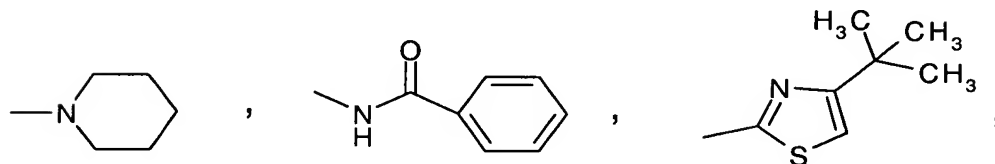


in which q is one or two; R<sub>4</sub> is hydrogen, halogen, or -SO<sub>2</sub>NH<sub>2</sub>; or

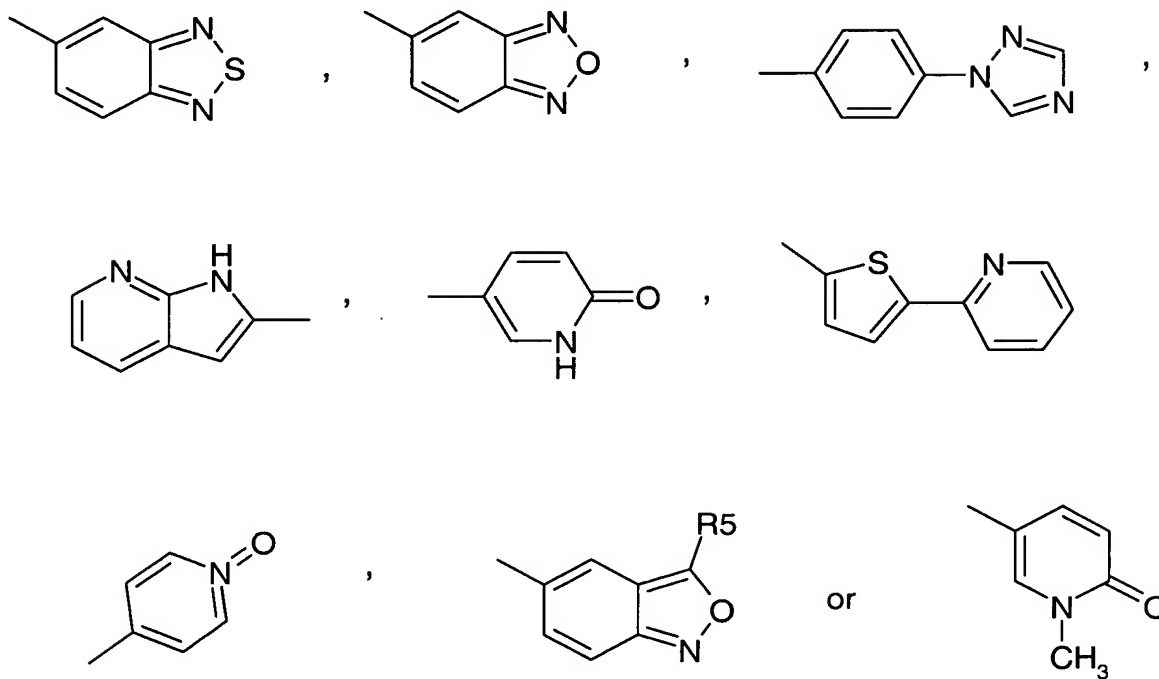
R is -(CH<sub>2</sub>)<sub>n</sub>-NR<sup>k</sup>R<sup>l</sup> in which n is 2 or 3, and R<sup>k</sup> and R<sup>l</sup> are independently -C<sub>1-6</sub>alkyl; or -NR<sup>k</sup>R<sup>l</sup> together form



R is

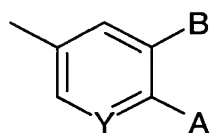


Q is

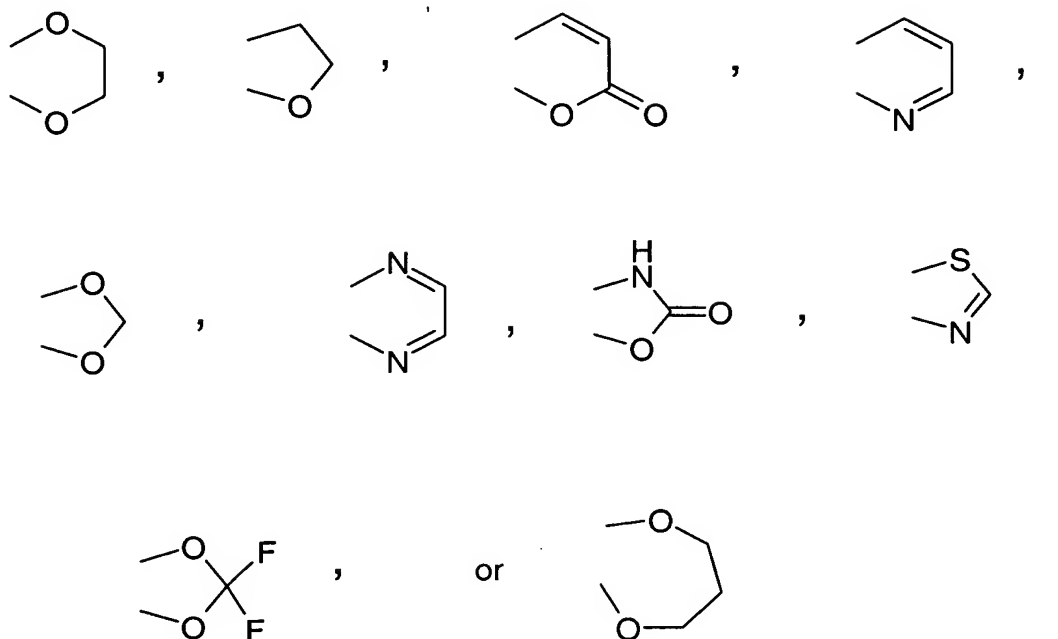


in which R5 is hydrogen, phenyl optionally substituted with up to three C<sub>1-6</sub> alkyl or halogen, or C<sub>1-6</sub> alkyl; or

Q is

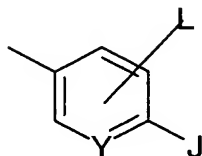


in which Y is CH; and A and B together are a part of



provided that ortho position to Y is N or O; or

Q is



in which Y is N or CH; J is hydrogen, NH<sub>2</sub>, OH or -OC<sub>1-6</sub>alkyl; and L is hydrogen, NH<sub>2</sub>, halogen, -NO<sub>2</sub>, or -OC<sub>1-6</sub>alkyl.

- (Original) A method of treating or preventing diseases of the erythroid and hematopoietic systems, caused by the hYAK3 imbalance or inappropriate activity; comprising, administering to a mammal a therapeutically effective amount of a compound of claim 1, or a salt, solvate, or a physiologically functional derivative thereof and one or more of pharmaceutically acceptable carriers, diluents and excipients.

3. (Original) A method of claim 2 in which diseases of the erythroid and hematopoietic systems are selected from the group consisting of: anemia, aplastic anemia, myelodysplastic syndrome, myelosuppression, and cytopenia.
4. (Original) A method of treating or preventing diseases selected from the group consisting of: anemia, aplastic anemia, myelodysplastic syndrome, myelosuppression, and cytopenia; comprising, administering to a mammal a therapeutically effective amount of a compound of claim 1, or a salt, solvate, or a physiologically functional derivative thereof and one or more of pharmaceutically acceptable carriers, diluents and excipients.
5. (Currently Amended) A method of ~~claims 1, 2, 3, or 4~~ claim 1 in which a compound of formula I is selected from the group consisting of:

2-(2-Chloro-5-fluoro-phenylimino)-5-(2,3-dihydro-benzo[1-6]dioxin-6-ylmethylene)-thiazolidin-4-one;

2-(2-Chloro-phenylimino)-5-(2-oxo-2H-chromen-6-ylmethylene)-thiazolidin-4-one;

2-(2-Chloro-phenylimino)-5-(2-oxo-2H-chromen-6-ylmethylene)-thiazolidin-4-one;

2-(2-Chloro-phenylimino)-5-(2-oxo-2H-chromen-6-ylmethylene)-thiazolidin-4-one;

5-(2,3-Dihydro-benzofuran-5-ylmethylene)-2-(2,4,6-trimethyl-phenylimino)-thiazolidin-4-one;

2-Cyclohexylimino-5-(2,3-dihydro-benzo[1-6]dioxin-6-ylmethylene)-thiazolidin-4-one;

2-Cyclohexylimino-5-(2,3-dihydro-benzofuran-5-ylmethylene)-thiazolidin-4-one;

5-Benzo[1,3]dioxol-5-ylmethylene-2-(chloro-phenylimino)-thiazolidin-4-one;

5-(2,3-Dihydro-benzofuran-5-ylmethylene)-2-o-tolylimino-thiazolidin-4-one;

5-(2,3-Dihydro-benzo[1-6]dioxin-6-ylmethylene)-2-o-tolylimino-thiazolidin-4-one;

5-[2-(2-Chloro-phenylimino)-4-oxo-thiazolidin-5-ylidenemethyl]-3H-benzooxazol-2-one;

2-(2-Trifluoromethyl-phenylimino)-5-(2,3-dihydro-benzofuran-5-ylmethylene)-thiazolidin-4-one;

2-(2-Bromo-phenylimino)-5-(2,3-dihydro-benzofuran-5-ylmethylene)-thiazolidin-4-one;

2-(2,6-Dichloro-phenylimino)-5-(2,3-dihydro-benzofuran-5-ylmethylene)-thiazolidin-4-one;

5-(2,3-Dihydro-benzofuran-5-ylmethylene)-2-(2-methylsulfanyl-phenylimino)-thiazolidin-4-one;

5-(2,3-Dihydro-benzofuran-5-ylmethylene)-2-(2-fluoro-phenylimino)-thiazolidin-4-one;

2-(2-Methylsulfanyl-phenylimino)-5-(quinolin-6-ylmethylene)-thiazolidin-4-one;

2-(2-Bromo-phenylimino)-5-(quinolin-6-ylmethylene)-thiazolidin-4-one;

2-(2,3-Dimethyl-phenylimino)-5-(quinolin-6-ylmethylene)-thiazolidin-4-one;

2-(Naphthalen-1-ylimino)-5-(quinolin-6-ylmethylene)-thiazolidin-4-one;

5-(Quinolin-6-ylmethylene)-2-(2-trifluoromethyl-phenylimino)-thiazolidin-4-one;

2-(2-Chloro-5-trifluoromethyl-phenylimino)-5-(quinolin-6-ylmethylene)-thiazolidin-4-one;

2-(2,6-Dichloro-phenylimino)-5-(quinolin-6-ylmethylene)-thiazolidin-4-one;

2-(2-Bromo-phenylimino)-5-(2,3-dihydro-benzo[1,6]dioxin-6-ylmethylene)-thiazolidin-4-one;

5-(Benzo[1,3]dioxol-5-ylmethylene)-2-(2-bromo-phenylimino)-thiazolidin-4-one;

2-(2-Chloro-phenylimino)-5-(quinoxalin-6-ylmethylene)-thiazolidin-4-one;

2-(2,6-Dichloro-phenylimino)-5-(2,3-dihydro-benzo[1,6]dioxin-6-ylmethylene)-thiazolidin-4-one;

5-(2,3-Dihydro-benzo[1-6]dioxin-6-ylmethylene)-2-(2-nitro-phenylimino)-thiazolidin-4-one;

5-(2,3-Dihydro-benzofuran-5-ylmethylene)-2-(2-nitro-phenylimino)-thiazolidin-4-one;

2-(2-Chloro-4-fluoro-5-methyl-phenylimino)-5-(2,3-dihydro-benzofuran-5-ylmethylene)-thiazolidin-4-one;

3-Chloro-4-[5-(2,3-dihydro-benzofuran-5-ylmethylene)-4-oxo-thiazolidin-2-ylideneamino]-benzoic acid methyl ester;

2-(2-Chloro-5-fluoro-phenylimino)-5-(2,3-dihydro-benzofuran-5-ylmethylene)-thiazolidin-4-one;

2-(2-Chloro-4-trifluoromethyl-phenylimino)-5-(2,3-dihydro-benzofuran-5-ylmethylene)-thiazolidin-4-one;

2-(4-Bromo-2-chloro-phenylimino)-5-(2,3-dihydro-benzofuran-5-ylmethylene)-thiazolidin-4-one;

5-(2,3-Dihydro-benzofuran-5-ylmethylene)-2-(2-methanesulfinyl-phenylimino)-thiazolidin-4-one;

3-Chloro-4-[5-(2,3-dihydro-benzofuran-5-ylmethylene)-4-oxo-thiazolidin-2-ylideneamino]-benzoic acid;

5-[2-(2-Chloro-phenylimino)-4-oxo-thiazolidin-5-ylidenemethyl]-1H-pyridin-2-one;

2-(2-Methylsulfanyl-phenylimino)-5-(quinolin-6-ylmethylene)-thiazolidin-4-one;

2-(2-Chloro-4-fluoro-5-methyl-phenylimino)-5-(quinolin-6-ylmethylene)-thiazolidin-4-one;

2-(2-Chloro-5-fluoro-phenylimino)-5-(quinolin-6-ylmethylene)-thiazolidin-4-one;

2-(2-Chloro-5-fluoro-phenylimino)-5-(2,3-dihydro-benzo[1-6]dioxin-6-ylmethylene)-thiazolidin-4-one;

2-(2-Chloro-4-trifluoromethyl-phenylimino)-5-quinolin-6-ylmethylene-thiazolidin-4-one;

5-(Benzothiazol-6-ylmethylene)-2-(2-chloro-phenylimino)-thiazolidin-4-one;

5-(Benzo[1,2,5]thiadiazol-5-ylmethylene)-2-(2-bromo-phenylimino)-thiazolidin-4-one;

5-(Benzo[1,2,5]thiadiazol-5-ylmethylene)-2-(2-chloro-5-fluoro-phenylimino)-thiazolidin-4-one;

5-(Benzothiazol-6-ylmethylene)-2-(2,6-dichloro-phenylimino)-thiazolidin-4-one;

2-(2-Chloro-phenylimino)-5-(4-hydroxy-3-nitro-benzylidene)-thiazolidin-4-one;

2-(2-Chloro-phenylimino)-5-(4-hydroxy-3-methoxy-benzylidene)-thiazolidin-4-one;

2-(2-Chloro-phenylimino)-5-(4-hydroxy-2-methoxy-benzylidene)-thiazolidin-4-one;

2-(2-Chloro-phenylimino)-5-(4-hydroxy-benzylidene)-thiazolidin-4-one;

2-(2-Chloro-phenylimino)-5-(4-methoxy-benzylidene)-thiazolidin-4-one;

5-(3-Chloro-4-hydroxy-benzylidene)-2-(2-chloro-phenylimino)-thiazolidin-4-one;

2-(2-Chloro-phenylimino)-5-(3-fluoro-4-methoxy-benzylidene)-thiazolidin-4-one;

2-(2,6-Dichloro-phenylimino)-5-(3-fluoro-4-hydroxy-benzylidene)-thiazolidin-4-one;

2-(2-Chloro-phenylimino)-5-(3-fluoro-4-hydroxy-benzylidene)-thiazolidin-4-one;

2-(2-Chloro-5-fluoro-phenylimino)-5-(3-fluoro-4-hydroxy-benzylidene)-thiazolidin-4-one;

5-(3-Fluoro-4-hydroxy-benzylidene)-2-o-tolylimino-thiazolidin-4-one;

2-(2-Chloro-phenylimino)-5-quinolin-6-ylmethylene-thiazolidin-4-one;

5-Quinolin-6-ylmethylene-2-(2,4,6-trimethyl-phenylimino)-thiazolidin-4-one;

5-Quinolin-6-ylmethylene-2-o-tolylimino-thiazolidin-4-one;

2-(2-Methoxy-phenylimino)-5-quinolin-6-ylmethylene-thiazolidin-4-one;

5-(2,3-Dihydro-benzofuran-5-ylmethylene)-2-(2-dimethylamino-ethylamino)-thiazol-4-one;

Benzoic acid N'-(4-oxo-5-quinolin-6-ylmethylene-4,5-dihydro-thiazol-2-yl)-hydrazide;

2-(2-Dimethylamino-ethylimino)-5-quinolin-6-ylmethylene-thiazolidin-4-one;

5-(2,3-Dihydro-benzofuran-5-ylmethylene)-2-(piperidin-1-ylamino)-thiazol-4-one;

2-Benzylamino-5-(2,3-dihydro-benzofuran-5-ylmethylene)-thiazol-4-one;  
2-(4-tert-Butyl-thiazol-2-ylamino)-5-(2,3-dihydro-benzofuran-5-ylmethylene)-thiazol-4-one;

4-[[5-(2,3-Dihydro-benzofuran-5-ylmethylene)-4-oxo-4,5-dihydro-thiazol-2-ylamino]-methyl]-benzenesulfonamide;

5-(2,3-Dihydro-benzofuran-5-ylmethylene)-2-(3-dimethylamino-propylamino)-thiazol-4-one;

5-(2,3-Dihydro-benzofuran-5-ylmethylene)-2-(3-imidazol-1-yl-propylamino)-thiazol-4-one;

Phenyl-carbamic acid N'-[5-(2,3-dihydro-benzofuran-5-ylmethylene)-4-oxo-4,5-dihydro-thiazol-2-yl]-hydrazide;

Benzoic acid N'-[5-(2,3-dihydro-benzofuran-5-ylmethylene)-4-oxo-4,5-dihydro-thiazol-2-yl]-hydrazide;

5-Benzo[1,2,5]thiadiazol-5-ylmethylene-2-(2,3,4-trifluoro-phenylamino)-thiazol-4-one;

5-Benzo[1,2,5]oxadiazol-5-ylmethylene-2-(2-nitro-phenylamino)-thiazol-4-one ;

2-(2,6-Dichloro-phenylamino)-5-(4-[1,2,4]triazol-1-yl-benzylidene)-thiazol-4-one;

2-(2,6-Dichloro-phenylamino)-5-(1H-pyrrolo[2,3-b]pyridin-2-ylmethylene)-thiazol-4-one;

5-Benzo[1,2,5]thiadiazol-5-ylmethylene-2-(2,6-dichloro-phenylamino)-thiazol-4-one;

5-[2-(2-Methoxy-6-methyl-phenylamino)-4-oxo-4H-thiazol-5-ylidenemethyl]-1H-pyridin-2-one;

5-Benzo[1,2,5]thiadiazol-5-ylmethylene-2-(2-nitro-phenylamino)-thiazol-4-one;

2-(2-Bromo-6-fluoro-phenylamino)-5-quinolin-6-ylmethylene-thiazol-4-one;

2-(2-Methoxy-6-methyl-phenylamino)-5-quinolin-6-ylmethylene-thiazol-4-one;

5-Quinolin-6-ylmethylene-2-(2,3,4-trifluoro-phenylamino)-thiazol-4-one;

2-(2,6-Dichloro-phenylamino)-5-(2-oxo-2H-chromen-6-ylmethylene)-thiazol-4-one;

2-(2-Bromo-phenylamino)-5-(5-pyridin-2-yl-thiophen-2-ylmethylene)-thiazol-4-one;

2-(2-Bromo-phenylamino)-5-(1-oxy-pyridin-4-ylmethylene)-thiazol-4-one;

2-(2-Bromo-phenylamino)-5-(3-p-tolyl-benzo[c]isoxazol-5-ylmethylene)-thiazol-4-one;

2-(2-Bromo-phenylamino)-5-(3,4-dihydro-2H-benzo[b][1-6]dioxepin-7-ylmethylene)-thiazol-4-one;

5-Benzo[1,2,5]oxadiazol-5-ylmethylene-2-(2-bromo-phenylamino)-thiazol-4-one;

2-(2,6-Dichloro-phenylamino)-5-(2-methoxy-pyridin-3-ylmethylene)-thiazol-4-one;

2-(2-Chloro-phenylamino)-5-(6-methoxy-pyridin-3-ylmethylene)-thiazol-4-one;

2-(2-Chloro-5-trifluoromethyl-phenylamino)-5-quinolin-6-ylmethylene-thiazol-4-one;

2-(2-Bromo-phenylamino)-5-(4-hydroxy-3-methoxy-benzylidene)-thiazol-4-one;

5-(2,3-Dihydro-benzofuran-5-ylmethylene)-2-(2-methoxy-phenylamino)-thiazol-4-one;

2-(2-Nitro-phenylamino)-5-quinolin-6-ylmethylene-thiazol-4-one;

2-(2-Bromo-phenylamino)-5-(3,4-diamino-benzylidene)-thiazol-4-one;

5-[2-(2-Chloro-phenylimino)-4-oxo-thiazolidin-5-ylidenemethyl]-1-methyl-1H-pyridin-2-one;

2-(2-Chloro-5-nitro-phenylamino)-5-quinolin-6-ylmethylene-thiazol-4-one;

2-(5-Amino-2-chloro-phenylamino)-5-quinolin-6-ylmethylene-thiazol-4-one;

N-[4-Chloro-3-(4-oxo-5-quinolin-6-ylmethylene-4,5-dihydro-thiazol-2-ylamino)-phenyl]-acetamidine hydrochloride;

4-[[4-oxo-5-(6-quinolinylmethylidene)-4,5-dihydro-1,3-thiazol-2-yl]amino}benzamide;

3-[[4-oxo-5-(6-quinolinylmethylidene)-4,5-dihydro-1,3-thiazol-2-yl]amino}benzenesulfonamide;

4-[[4-oxo-5-(6-quinolinylmethylidene)-4,5-dihydro-1,3-thiazol-2-yl]amino]-N-2-pyridinylbenzenesulfonamide;

2-({4-[(4-methyl-1-piperazinyl)methyl]phenyl}amino)-5-(6-quinolinylmethylidene)-1,3-thiazol-4(5H)-one;

2-({4-[(methylsulfonyl)methyl]phenyl}amino)-5-(6-quinolinylmethylidene)-1,3-thiazol-4(5H)-one;

2-({3-[(methylsulfonyl)methyl]phenyl}amino)-5-(6-quinolinylmethylidene)-1,3-thiazol-4(5H)-one;

2-({4-(4-methyl-1-piperazinyl)phenyl}amino)-5-(6-quinolinylmethylidene)-1,3-thiazol-4(5H)-one;

2-({2-(3-chlorophenyl)ethyl}amino)-5-(6-quinolinylmethylidene)-1,3-thiazol-4(5H)-one;

4-(2-({4-oxo-5-(6-quinolinylmethylidene)-4,5-dihydro-1,3-thiazol-2-yl}amino)ethyl)benzenesulfonamide;

3-({4-oxo-5-(6-quinolinylmethylidene)-4,5-dihydro-1,3-thiazol-2-yl}amino)benzamide;

2-[(2,6-Difluoro-phenylamino)-methylene]-5-quinolin-6-ylmethylene-thiazolidin-4-one;

2-[(2,6-Difluoro-phenylamino)-methylene]-5-quinolin-6-ylmethylene-thiazolidin-4-one;

[2,4-Dichloro-5-(4-oxo-5-quinolin-6-ylmethylene-thiazolidin-2-ylideneamino)-phenoxy]-acetic acid;

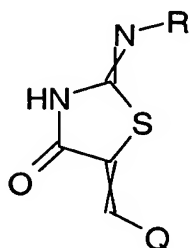
2-[2,4-Dichloro-5-(2-methoxy-ethoxy)-phenylimino]-5-quinolin-6-ylmethylene-thiazolidin-4-one;

4-Chloro-3-(4-oxo-5-quinolin-6-ylmethylene-thiazolidin-2-ylideneamino)-benzoic acid;  
and

[2,4-Dichloro-5-(4-oxo-5-quinolin-6-ylmethylene-thiazolidin-2-ylideneamino)-phenoxy]-acetic acid,

or a salt, solvate, or a physiologically functional derivative thereof.

6. (Currently Amended) A compound of the formula II, or a salt, solvate, or a physiologically functional derivative thereof,

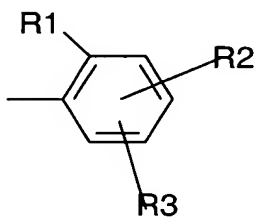


II

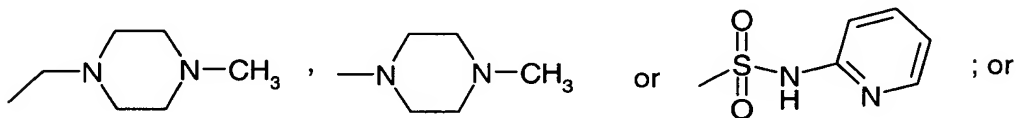
in which

R is  $C_{3-6}$  cycloalkyl or ~~naphthyl~~ naphthyl; or

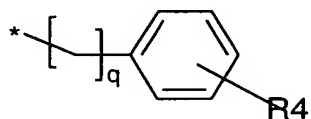
R is



in which R1 is hydrogen, halogen,  $-C_{1-6}$ alkyl,  $-SC_{1-6}$ alkyl,  $-OC_{1-6}$ alkyl,  $-NO_2$ ,  $-S(=O)-C_{1-6}$ alkyl,  $-OH$ ,  $-CF_3$ ,  $-CN$ ,  $-CO_2H$ ,  $-OCF_3$ , or  $-CO_2C_{1-6}$ alkyl; and R2 and R3 are independently hydrogen, halogen,  $-C_{1-6}$ alkyl,  $-SC_{1-6}$ alkyl,  $-OC_{1-6}$ alkyl,  $-NO_2$ ,  $-S(=O)-C_{1-6}$ alkyl,  $-OH$ ,  $-CF_3$ ,  $-CN$ ,  $-CO_2H$ ,  $-CO_2C_{1-6}$ alkyl,  $-CONH_2$ ,  $-NH_2$ ,  $-OCH_2(C=O)OH$ ,  $-OCH_2CH_2OCH_3$ ,  $-SO_2NH_2$ ,  $-CH_2SO_2CH_3$ ,  $-NH(C=NH)CH_3$ ; or R2 and R3 can independently be a radical of the formula

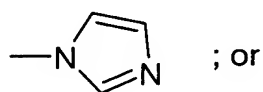


R is



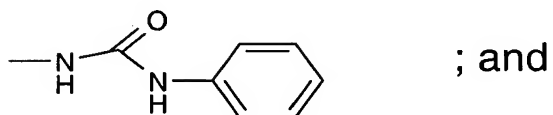
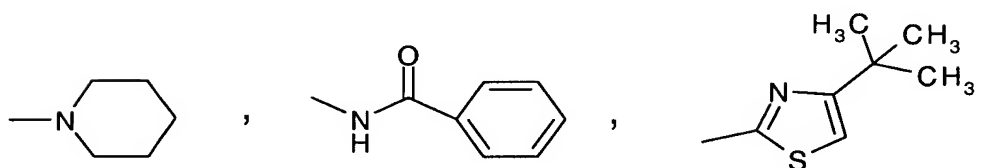
in which q is one or two; R<sub>4</sub> is hydrogen, halogen, or -SO<sub>2</sub>NH<sub>2</sub>; or

R is -(CH<sub>2</sub>)<sub>n</sub>-NR<sup>k</sup>R<sup>l</sup> in which n is 2 or 3, and R<sup>k</sup> and R<sup>l</sup> are independently -C<sub>1-6</sub>alkyl; or -NR<sup>k</sup>R<sup>l</sup> together form



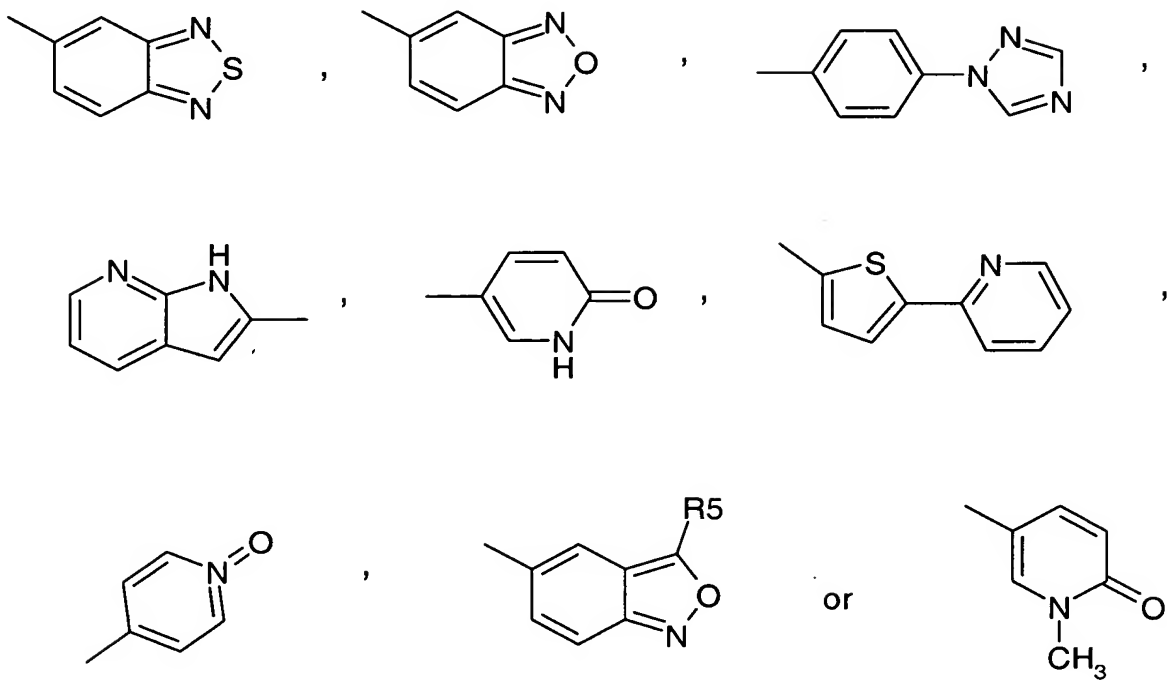
; or

R is



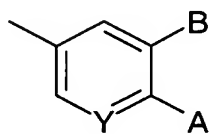
; and

Q is

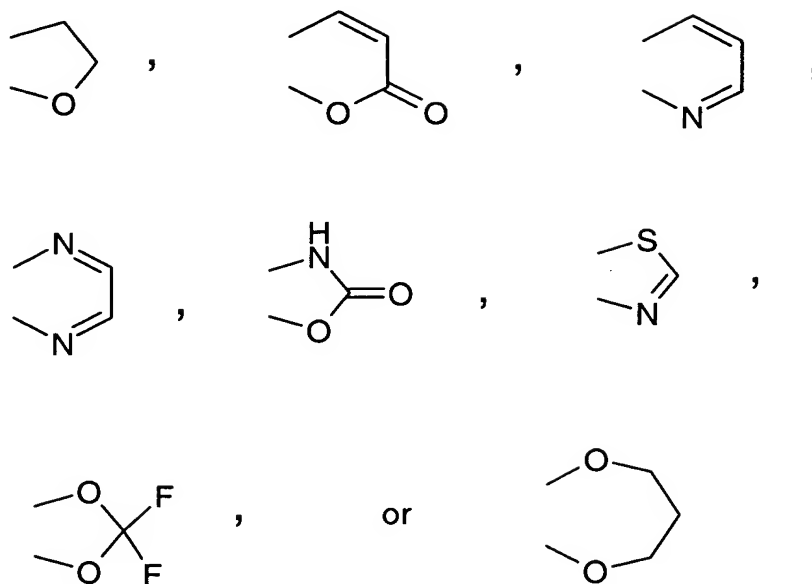


in which R5 is hydrogen, phenyl optionally substituted with up to three C<sub>1-6</sub> alkyl or halogen, or C<sub>1-6</sub> alkyl; or

Q is



in which Y is CH; and A and B together are a part of

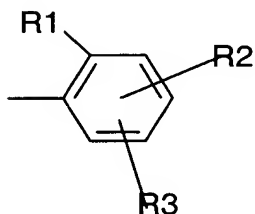


provided that ortho position to Y is N or O.

7. (Currently Amended) A compound of formula II as described in of claim 6 in which

R is C<sub>3-6</sub> cycloalkyl or ~~naphthyl~~ naphthyl; or

R is

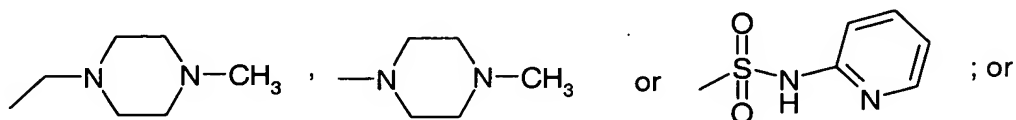


in which R1 is hydrogen, halogen, -C<sub>1-6</sub>alkyl, -SC<sub>1-6</sub>alkyl, -OC<sub>1-6</sub>alkyl, -NO<sub>2</sub>,

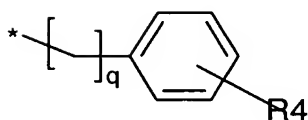
-S(=O)-C<sub>1-6</sub>alkyl, -OH, -CF<sub>3</sub>, -CN, -CO<sub>2</sub>H, -OCF<sub>3</sub>, or -CO<sub>2</sub>C<sub>1-6</sub>alkyl;

and R2 and R3 are independently hydrogen, halogen, -C<sub>1-6</sub> alkyl, -SC<sub>1-6</sub>alkyl, -OC<sub>1-6</sub>alkyl, -NO<sub>2</sub>, -S(=O)-C<sub>1-6</sub>alkyl, -OH, -CF<sub>3</sub>, -CN, -CO<sub>2</sub>H,

-CO<sub>2</sub>C<sub>1-6</sub>alkyl, -CONH<sub>2</sub>, -NH<sub>2</sub>, -OCH<sub>2</sub>(C=O)OH, -OCH<sub>2</sub>CH<sub>2</sub>OCH<sub>3</sub>, -SO<sub>2</sub>NH<sub>2</sub>,  
 -CH<sub>2</sub>SO<sub>2</sub>CH<sub>3</sub>, -NH(C=NH)CH<sub>3</sub>; or R<sub>2</sub> and R<sub>3</sub> can independently be a radical of the formula

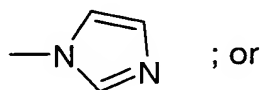


R is

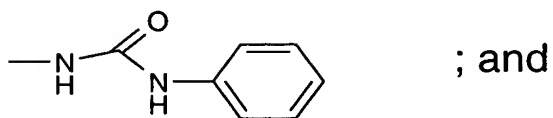
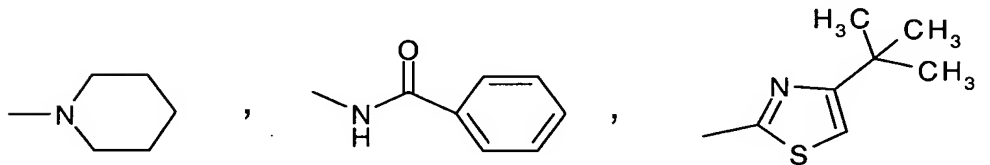


in which q is one or two; R<sub>4</sub> is hydrogen, halogen, or -SO<sub>2</sub>NH<sub>2</sub>; or

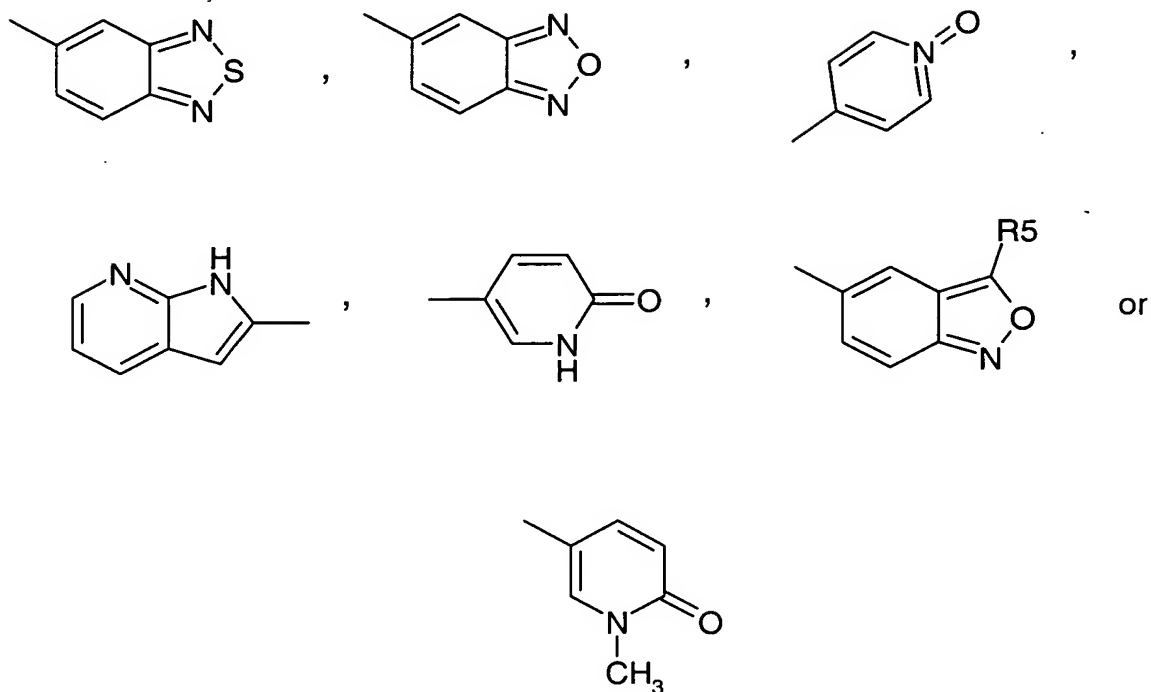
R is -(CH<sub>2</sub>)<sub>n</sub>-NR<sup>k</sup>R<sup>l</sup> in which n is 2 or 3, and R<sup>k</sup> and R<sup>l</sup> are independently -C<sub>1-6</sub>alkyl; or -NR<sup>k</sup>R<sup>l</sup> together form



R is

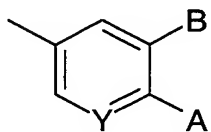


Q is



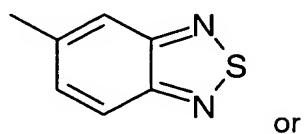
in which R5 is hydrogen, phenyl optionally substituted with up to three C<sub>1-6</sub> alkyl or halogen, or C<sub>1-6</sub> alkyl; or

Q is



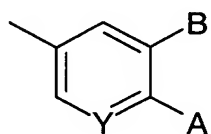
in which Y is CH; and A and B together are a part of



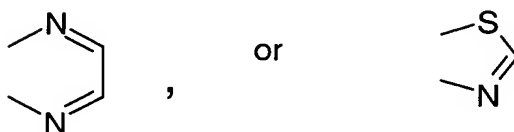
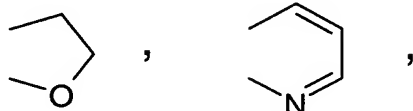


or

Q is



in which Y is CH; and A and B together are a part of

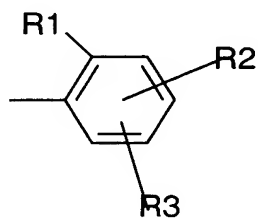


or

provided that ortho position to Y is N or O,

or a salt, solvate, or a physiologically functional derivative thereof.

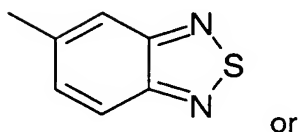
9. (Currently Amended) A compound of formula II as described in of claim 8 in which R is



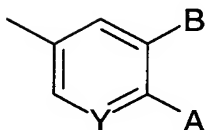
in which R1 is halogen, -C<sub>1-6</sub>alkyl, -SC<sub>1-6</sub>alkyl, -OC<sub>1-6</sub>alkyl, -NO<sub>2</sub>,  
-S(=O)-C<sub>1-6</sub>alkyl, -OH, -CF<sub>3</sub>, -CN, -CO<sub>2</sub>H, or -CO<sub>2</sub>C<sub>1-6</sub>alkyl;  
and R2 and R3 are independently hydrogen, halogen, -C<sub>1-6</sub> alkyl,  
-SC<sub>1-6</sub>alkyl, -OC<sub>1-6</sub>alkyl, -NO<sub>2</sub>, -S(=O)-C<sub>1-6</sub>alkyl, -OH, -CF<sub>3</sub>, -CN, -CO<sub>2</sub>H,  
-CO<sub>2</sub>C<sub>1-6</sub>alkyl, -NH<sub>2</sub>, or -NH(C=NH)CH<sub>3</sub>;

and

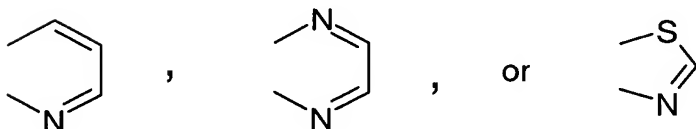
Q is



Q is



in which Y is CH; and A and B together are a part of



provided that ortho position to Y is N or O.

or a salt, solvate, or a physiologically functional derivative thereof.

10. (Currently Amended) A pharmaceutical composition ~~including~~ comprising a therapeutically effective amount of a compound of claim 6, ~~7, 8 or 9,~~ or a salt, solvate, or a physiologically functional derivative thereof and one or more of pharmaceutically acceptable carriers, diluents and excipients.

11. (Currently Amended) A compound of claim 6 selected from the group consisting of:

2-(2-Chloro-5-fluoro-phenylimino)-5-(2,3-dihydro-benzo[1-6]dioxin-6-ylmethylene)-thiazolidin-4-one;

2-(2-Chloro-phenylimino)-5-(2-oxo-2H-chromen-6-ylmethylene)-thiazolidin-4-one;

2-(2-Chloro-phenylimino)-5-(2-oxo-2H-chromen-6-ylmethylene)-thiazolidin-4-one;

2-(2-Chloro-phenylimino)-5-(2-oxo-2H-chromen-6-ylmethylene)-thiazolidin-4-one;

5-(2,3-Dihydro-benzofuran-5-ylmethylene)-2-(2,4,6-trimethyl-phenylimino)-thiazolidin-4-one;

2-Cyclohexylimino-5-(2,3-dihydro-benzo[1-6]dioxin-6-ylmethylene)-thiazolidin-4-one;

2-Cyclohexylimino-5-(2,3-dihydro-benzofuran-5-ylmethylene)-thiazolidin-4-one;

5-(2,3-Dihydro-benzofuran-5-ylmethylene)-2-o-tolylimino-thiazolidin-4-one;

5-(2,3-Dihydro-benzo[1-6]dioxin-6-ylmethylene)-2-o-tolylimino-thiazolidin-4-one;

5-[2-(2-Chloro-phenylimino)-4-oxo-thiazolidin-5-ylidenemethyl]-3H-benzooxazol-2-one;

2-(2-Trifluoromethyl-phenylimino)-5-(2,3-dihydro-benzofuran-5-ylmethylene)-thiazolidin-4-one;

2-(2-Bromo-phenylimino)-5-(2,3-dihydro-benzofuran-5-ylmethylene)-thiazolidin-4-one;

2-(2,6-Dichloro-phenylimino)-5-(2,3-dihydro-benzofuran-5-ylmethylene)-thiazolidin-4-one;

5-(2,3-Dihydro-benzofuran-5-ylmethylene)-2-(2-methylsulfanyl-phenylimino)-thiazolidin-4-one;

5-(2,3-Dihydro-benzofuran-5-ylmethylene)-2-(2-fluoro-phenylimino)-thiazolidin-4-one;

2-(2-Methylsulfanyl-phenylimino)-5-(quinolin-6-ylmethylene)-thiazolidin-4-one;

2-(2-Bromo-phenylimino)-5-(quinolin-6-ylmethylene)-thiazolidin-4-one;

2-(2,3-Dimethyl-phenylimino)-5-(quinolin-6-ylmethylene)-thiazolidin-4-one;

2-(Naphthalen-1-ylimino)-5-(quinolin-6-ylmethylene)-thiazolidin-4-one;

5-(Quinolin-6-ylmethylene)-2-(2-trifluoromethyl-phenylimino)-thiazolidin-4-one;

2-(2-Chloro-5-trifluoromethyl-phenylimino)-5-(quinolin-6-ylmethylene)-thiazolidin-4-one;

2-(2,6-Dichloro-phenylimino)-5-(quinolin-6-ylmethylene)-thiazolidin-4-one;

2-(2-Bromo-phenylimino)-5-(2,3-dihydro-benzo[1-6]dioxin-6-ylmethylene)-thiazolidin-4-one;

2-(2-Chloro-phenylimino)-5-(quinoxalin-6-ylmethylene)-thiazolidin-4-one;

2-(2,6-Dichloro-phenylimino)-5-(2,3-dihydro-benzo[1-6]dioxin-6-ylmethylene)-thiazolidin-4-one;

5-(2,3-Dihydro-benzo[1-6]dioxin-6-ylmethylene)-2-(2-nitro-phenylimino)-thiazolidin-4-one;

5-(2,3-Dihydro-benzofuran-5-ylmethylene)-2-(2-nitro-phenylimino)-thiazolidin-4-one;

2-(2-Chloro-4-fluoro-5-methyl-phenylimino)-5-(2,3-dihydro-benzofuran-5-ylmethylene)-thiazolidin-4-one;

3-Chloro-4-[5-(2,3-dihydro-benzofuran-5-ylmethylene)-4-oxo-thiazolidin-2-ylideneamino]-benzoic acid methyl ester;

2-(2-Chloro-5-fluoro-phenylimino)-5-(2,3-dihydro-benzofuran-5-ylmethylene)-thiazolidin-4-one;

2-(2-Chloro-4-trifluoromethyl-phenylimino)-5-(2,3-dihydro-benzofuran-5-ylmethylene)-thiazolidin-4-one;

2-(4-Bromo-2-chloro-phenylimino)-5-(2,3-dihydro-benzofuran-5-ylmethylene)-thiazolidin-4-one;

5-(2,3-Dihydro-benzofuran-5-ylmethylene)-2-(2-methanesulfinyl-phenylimino)-thiazolidin-4-one;

3-Chloro-4-[5-(2,3-dihydro-benzofuran-5-ylmethylene)-4-oxo-thiazolidin-2-ylideneamino]-benzoic acid;

5-[2-(2-Chloro-phenylimino)-4-oxo-thiazolidin-5-ylidenemethyl]-1H-pyridin-2-one;

2-(2-Methylsulfanyl-phenylimino)-5-(quinolin-6-ylmethylene)-thiazolidin-4-one;

2-(2-Chloro-4-fluoro-5-methyl-phenylimino)-5-(quinolin-6-ylmethylene)-thiazolidin-4-one;

2-(2-Chloro-5-fluoro-phenylimino)-5-(quinolin-6-ylmethylene)-thiazolidin-4-one;

2-(2-Chloro-5-fluoro-phenylimino)-5-(2,3-dihydro-benzo[1,6]dioxin-6-ylmethylene)-thiazolidin-4-one;

2-(2-Chloro-4-trifluoromethyl-phenylimino)-5-quinolin-6-ylmethylene-thiazolidin-4-one;

5-(Benzothiazol-6-ylmethylene)-2-(2-chloro-phenylimino)-thiazolidin-4-one;

5-(Benzo[1,2,5]thiadiazol-5-ylmethylene)-2-(2-bromo-phenylimino)-thiazolidin-4-one;

5-(Benzo[1,2,5]thiadiazol-5-ylmethylene)-2-(2-chloro-5-fluoro-phenylimino)-thiazolidin-4-one;

5-(Benzothiazol-6-ylmethylene)-2-(2,6-dichloro-phenylimino)-thiazolidin-4-one;

2-(2-Chloro-phenylimino)-5-(4-hydroxy-3-nitro-benzylidene)-thiazolidin-4-one;

2-(2-Chloro-phenylimino)-5-(4-hydroxy-3-methoxy-benzylidene)-thiazolidin-4-one;

2-(2-Chloro-phenylimino)-5-(4-hydroxy-benzylidene)-thiazolidin-4-one;

2-(2-Chloro-phenylimino)-5-(4-methoxy-benzylidene)-thiazolidin-4-one;

5-(3-Chloro-4-hydroxy-benzylidene)-2-(2-chloro-phenylimino)-thiazolidin-4-one;

2-(2-Chloro-phenylimino)-5-(3-fluoro-4-methoxy-benzylidene)-thiazolidin-4-one;

2-(2,6-Dichloro-phenylimino)-5-(3-fluoro-4-hydroxy-benzylidene)-thiazolidin-4-one;

2-(2-Chloro-phenylimino)-5-(3-fluoro-4-hydroxy-benzylidene)-thiazolidin-4-one;

2-(2-Chloro-5-fluoro-phenylimino)-5-(3-fluoro-4-hydroxy-benzylidene)-thiazolidin-4-one;

5-(3-Fluoro-4-hydroxy-benzylidene)-2-o-tolylimino-thiazolidin-4-one;

2-(2-Chloro-phenylimino)-5-quinolin-6-ylmethylene-thiazolidin-4-one;

5-Quinolin-6-ylmethylene-2-(2,4,6-trimethyl-phenylimino)-thiazolidin-4-one;

5-Quinolin-6-ylmethylene-2-o-tolylimino-thiazolidin-4-one;

2-(2-Methoxy-phenylimino)-5-quinolin-6-ylmethylene-thiazolidin-4-one;

5-(2,3-Dihydro-benzofuran-5-ylmethylene)-2-(2-dimethylamino-ethylamino)-thiazol-4-one;

Benzoic acid N'-(4-oxo-5-quinolin-6-ylmethylene-4,5-dihydro-thiazol-2-yl)-hydrazide;

2-(2-Dimethylamino-ethylimino)-5-quinolin-6-ylmethylene-thiazolidin-4-one;

5-(2,3-Dihydro-benzofuran-5-ylmethylene)-2-(piperidin-1-ylamino)-thiazol-4-one;

2-Benzylamino-5-(2,3-dihydro-benzofuran-5-ylmethylene)-thiazol-4-one;

2-(4-tert-Butyl-thiazol-2-ylamino)-5-(2,3-dihydro-benzofuran-5-ylmethylene)-thiazol-4-one;

4-[[5-(2,3-Dihydro-benzofuran-5-ylmethylene)-4-oxo-4,5-dihydro-thiazol-2-ylamino]-methyl]-benzenesulfonamide;

5-(2,3-Dihydro-benzofuran-5-ylmethylene)-2-(3-dimethylamino-propylamino)-thiazol-4-one;

5-(2,3-Dihydro-benzofuran-5-ylmethylene)-2-(3-imidazol-1-yl-propylamino)-thiazol-4-one;

Phenyl-carbamic acid N'-[5-(2,3-dihydro-benzofuran-5-ylmethylene)-4-oxo-4,5-dihydro-thiazol-2-yl]-hydrazide;

Benzoic acid N'-[5-(2,3-dihydro-benzofuran-5-ylmethylene)-4-oxo-4,5-dihydro-thiazol-2-yl]-hydrazide;

5-Benzo[1,2,5]thiadiazol-5-ylmethylene-2-(2,3,4-trifluoro-phenylamino)-thiazol-4-one;

5-Benzo[1,2,5]oxadiazol-5-ylmethylene-2-(2-nitro-phenylamino)-thiazol-4-one ;

2-(2,6-Dichloro-phenylamino)-5-(4-[1,2,4]triazol-1-yl-benzylidene)-thiazol-4-one;

2-(2,6-Dichloro-phenylamino)-5-(1H-pyrrolo[2,3-b]pyridin-2-ylmethylene)-thiazol-4-one;

5-Benzo[1,2,5]thiadiazol-5-ylmethylene-2-(2,6-dichloro-phenylamino)-thiazol-4-one;

5-[2-(2-Methoxy-6-methyl-phenylamino)-4-oxo-4H-thiazol-5-ylidenemethyl]-1H-pyridin-2-one;

5-Benzo[1,2,5]thiadiazol-5-ylmethylene-2-(2-nitro-phenylamino)-thiazol-4-one;

2-(2-Bromo-6-fluoro-phenylamino)-5-quinolin-6-ylmethylene-thiazol-4-one;

2-(2-Methoxy-6-methyl-phenylamino)-5-quinolin-6-ylmethylene-thiazol-4-one;

5-Quinolin-6-ylmethylene-2-(2,3,4-trifluoro-phenylamino)-thiazol-4-one;

2-(2,6-Dichloro-phenylamino)-5-(2-oxo-2H-chromen-6-ylmethylene)-thiazol-4-one;

2-(2-Bromo-phenylamino)-5-(5-pyridin-2-yl-thiophen-2-ylmethylene)-thiazol-4-one;

2-(2-Bromo-phenylamino)-5-(1-oxy-pyridin-4-ylmethylene)-thiazol-4-one;

2-(2-Bromo-phenylamino)-5-(3-p-tolyl-benzo[c]isoxazol-5-ylmethylene)-thiazol-4-one;

2-(2-Bromo-phenylamino)-5-(3,4-dihydro-2H-benzo[b][1-6]dioxepin-7-ylmethylene)-thiazol-4-one;

5-Benzo[1,2,5]oxadiazol-5-ylmethylene-2-(2-bromo-phenylamino)-thiazol-4-one;

2-(2,6-Dichloro-phenylamino)-5-(2-methoxy-pyridin-3-ylmethylene)-thiazol-4-one;

2-(2-Chloro-phenylamino)-5-(6-methoxy-pyridin-3-ylmethylene)-thiazol-4-one;

2-(2-Chloro-5-trifluoromethyl-phenylamino)-5-quinolin-6-ylmethylene-thiazol-4-one;

2-(2-Bromo-phenylamino)-5-(4-hydroxy-3-methoxy-benzylidene)-thiazol-4-one;

5-(2,3-Dihydro-benzofuran-5-ylmethylene)-2-(2-methoxy-phenylamino)-thiazol-4-one;

2-(2-Nitro-phenylamino)-5-quinolin-6-ylmethylene-thiazol-4-one;

2-(2-Bromo-phenylamino)-5-(3,4-diamino-benzylidene)-thiazol-4-one;

5-[2-(2-Chloro-phenylimino)-4-oxo-thiazolidin-5-ylidenemethyl]-1-methyl-1H-pyridin-2-one;

2-(2-Chloro-5-nitro-phenylamino)-5-quinolin-6-ylmethylene-thiazol-4-one;

2-(5-Amino-2-chloro-phenylamino)-5-quinolin-6-ylmethylene-thiazol-4-one;

N-[4-Chloro-3-(4-oxo-5-quinolin-6-ylmethylene-4,5-dihydro-thiazol-2-ylamino)-phenyl]-acetamide hydrochloride;

4-[[4-oxo-5-(6-quinolinylmethylidene)-4,5-dihydro-1,3-thiazol-2-yl]amino]benzamide;

3-[[4-oxo-5-(6-quinolinylmethylidene)-4,5-dihydro-1,3-thiazol-2-yl]amino]benzenesulfonamide;

4-[[4-oxo-5-(6-quinolinylmethylidene)-4,5-dihydro-1,3-thiazol-2-yl]amino]-N-2-pyridinylbenzenesulfonamide;

2-({4-[(4-methyl-1-piperazinyl)methyl]phenyl}amino)-5-(6-quinolinylmethylidene)-1,3-thiazol-4(5H)-one;

2-({4-[(methylsulfonyl)methyl]phenyl}amino)-5-(6-quinolinylmethylidene)-1,3-thiazol-4(5H)-one;

2-({3-[(methylsulfonyl)methyl]phenyl}amino)-5-(6-quinolinylmethylidene)-1,3-thiazol-4(5H)-one;

2-[[4-(4-methyl-1-piperazinyl)phenyl]amino]-5-(6-quinolinylmethylidene)-1,3-thiazol-4(5H)-one;

2-[[2-(3-chlorophenyl)ethyl]amino]-5-(6-quinolinylmethylidene)-1,3-thiazol-4(5H)-one;

4-(2-[[4-oxo-5-(6-quinolinylmethylidene)-4,5-dihydro-1,3-thiazol-2-yl]amino]ethyl)benzenesulfonamide;

3-[[4-oxo-5-(6-quinolinylmethylidene)-4,5-dihydro-1,3-thiazol-2-yl]amino]benzamide;

2-[(2,6-Difluoro-phenylamino)-methylene]-5-quinolin-6-ylmethylene-thiazolidin-4-one;

2-[(2,6-Difluoro-phenylamino)-methylene]-5-quinolin-6-ylmethylene-thiazolidin-4-one;

[2,4-Dichloro-5-(4-oxo-5-quinolin-6-ylmethylene-thiazolidin-2-ylideneamino)-phenoxy]-acetic acid;

2-[2,4-Dichloro-5-(2-methoxy-ethoxy)-phenylimino]-5-quinolin-6-ylmethylene-thiazolidin-4-one;

4-Chloro-3-(4-oxo-5-quinolin-6-ylmethylene-thiazolidin-2-ylideneamino)-benzoic acid;  
and

[2,4-Dichloro-5-(4-oxo-5-quinolin-6-ylmethylene-thiazolidin-2-ylideneamino)-phenoxy]-acetic acid,

or a salt, solvate, or a physiologically functional derivative thereof.